



— NIAGARA PENINSULA —
CONSERVATION FOUNDATION

BOARD OF DIRECTORS MEETING

FND – BOD-04-20

Thursday August 13, 2020

10:00 a.m. to 12:30 p.m.

Video Meeting

Call in: 1-365-204-2000 (Hamilton)

Or 416-216-5643 (Toronto)

Meeting number (access code): 129 786 6094

Meeting password: zGGNqP2Br85

In accordance with Ontario Regulation 107/20
made under

The Emergency Management and Civil Protection Act (Details to follow)

A G E N D A

The Niagara Peninsula Watershed is located on the traditional territory of indigenous peoples dating back countless of generations. We want to show our respect for their contributions and recognize their role in treaty-making in what is now Ontario.

ROLL CALL

Board of Directors:

Tom Insinna, Chair

Robert Foster, Vice Chair

Gayle Wood, Managing Director/Secretary-Treasurer

Mickey Difruscio

Chandra Sharma

NPCA Staff

Lise Gagnon, NPCA Director, Corporate Services, NPCF Assistant Treasurer

Gina Shaule, NPCA Administrative Assistant

1.ADOPTION OF AGENDA

- 1.1 Addition of Items
- 1.2 Change in Order of Items
- 1.3 Motion to approve Agenda

Recommended:

That the Agenda for the NPCF Board of Directors' Meeting held August 13, 2020 be approved as printed.

2. DECLARATION OF CONFLICTS OF INTEREST

3. APPROVAL OF FOUNDATION MINUTES

- 3.1 Minutes of the NPCF Board of Directors dated June 11, 2020 (attached)Pg. 1
- 3.2 Closed Session Minutes of the Board of Directors dated June 11, 2020 (to be discussed in closed session)

Recommended:

That the minutes of the NPCF Board of Directors meeting held June 11, 2020 be approved as printed.

4. UPDATE FROM THE CHAIR

Foundation Chair Insinna will provide comments to the Board of Directors.

5. CORRESPONDENCE

- 5.1. Canada Revenue Agency Notice of (Re)Assessment dated July 16, 2020Pg. 9
- 5.2 Niagara Peninsula Conservation Authority re: Education Sessions for NPCA – NPC Foundation dated July 21, 2020Pg.11

Recommended:

That the correspondence listed in the August 13, 2020 meeting agenda of the NPCF be received for information; and

Further that the Chair and Managing Director/Secretary-Treasurer attend the Conservation Authority's September Board of Directors meeting to present a presentation on the Foundation.

6. DEPUTATIONS AND PRESENTATIONS

- 6.1 A representative from Root Bissonette Walker LLP will present the NPCF Audited Financial Statements for the Year Ended December 31, 2019. The Audited Financial Statements will be circulated separately.

Recommended:

That the presentation by Roots Bissonette Walker LLP regarding the NPCF Audited Financial Statement for the Year Ended December 31, 2019 be approved; and

Further that the Chair and Managing Director/Secretary-Treasurer be authorized to sign the 2019 Audited Financial Statements; and

Further that the 2019 Audited Financial Statements be posted on the Foundation’s website and circulated to the Foundation’s banking institutions.

7. ITEMS FOR APPROVAL

7.1 NPCF Fund Status Report (attached)

Ms. Lise Gagnon, NPCA Director, Corporate Services and NPCF Assistant Treasurer will review the Foundation’s Fund Status Report.Pg. 12

Recommended:

That the Board of Directors approve the Fund Status Report, as presented by Ms. Lise Gagnon at the August 13, 2020 NPCF Meeting.

7.2 Financial Report – Second Quarter of 2020 (attached)

Ms. Lise Gagnon, NPCA Director, Corporate Services and NPCF Assistant Treasurer will overview the Foundation’s Second Quarter (Q2) Financial Report.Pg.14

Recommended:

That the Board of Directors approve the Second Quarter (Q2) Financial Report, as presented by Ms. Lise Gagnon at the August 13, 2020 NPCF Meeting.

7.3 NPCF 2020 Draft Budget (to be circulated separately)

Ms. Lise Gagnon, NPCA Director, Corporate Services and NPCF Assistant Treasurer and Ms. Gayle Wood, NPCF Managing Director/Secretary-Treasurer will review the NPCF 2020 Budget

Recommended:

That the Board of Directors approve the NPCF 2020 Budget as presented at the August 13, 2020 meeting.

7.4 Draft Memorandum of Understanding (MOU) – NPCA/NPCF Pg.15

Ms. Chandra Sharma, NPCA Chief Administrative Officer/Secretary-Treasurer and NPCF Board Member and Ms. Gayle Wood, NPCF Managing Director/Secretary-Treasurer will review a Draft Memorandum of Understanding (MOU) regarding operations of the Foundation.

Recommended:

That the Draft Memorandum of Understanding (MOU) between the NPCA and NPCF dated August 13, 2020 be approved by the Foundation’s Board of Directors; and

Further that the Foundation Chair and Managing Director/Secretary-Treasurer be authorized to sign the MOU; and

Further that the Foundation Chair prepare a letter to the Chair and Board of Directors of the Niagara Peninsula Conservation Authority requesting their approval of the MOU.

7.5 Final 2019 Annual Report

The Draft 2019 Annual Report was reviewed at the May 7, 2020 meeting of the Board of Directors. With the approval of the 2019 Audited Financial Statements, Revenue and Expenditure Charts will be added to the final Annual Report.

Recommended:

That the Board of Directors direct staff to insert Revenue and Expenditure Charts for 2019 into the 2019 Annual Report and post the report on the Foundation’s website.

8. BUSINESS FOR INFORMATION

8.1 Operational Update for the Second Quarter of 2020 (attached)Pg.22

Ms. Gayle Wood will overview the Foundation's Second Quarter Operational Update.

Recommended:

That the Foundation’s Second Quarter (Q2) Operational Update be received for information.

9. NEW BUSINESS

9.1 Vice Chair Foster will lead a discussion regarding future fundraising initiatives for the Foundation.

10. CLOSED SESSION

Recommended:

That the NPCF meeting move into Closed Session for the purpose of:

10.1 Consideration the Closed Session minutes from June 11, 2020;

10.2 matters pertaining to Human Resources

Recommended:

That the Board of Directors reconvene in Open Session and report progress.

Recommended:

That the minutes of the NPCF Closed Session Meeting held June 11, 2020 be approved as printed.

10. ADJOURNMENT

Recommended:

That the August 13, 2020 NPCF Board of Directors' Meeting be adjourned at _____ to be reconvened on October 8, 2020 at 10:00 a.m. or at the call of the Chair.



**BOARD OF DIRECTORS
MEETING FND–BOD-03-20
Thursday June 11, 2020
10:00 a.m. to 12:00 p.m.**

Video Meeting

**In accordance with Ontario Regulation 107/20
made under**

The Emergency Management and Civil Protection Act (Details to follow)

MINUTES

Chair Insinna called the meeting to order at 10:03 am, welcomed all in attendance and provided an Indigenous acknowledgement:

“The Niagara Peninsula Watershed is located on the traditional territory of indigenous peoples dating back countless of generations. We want to show our respect for their contributions and recognize their role in treaty-making in what is now Ontario.”

The Chair introduced the Board Members at this meeting:

Robert Foster, Vice Chair
Gayle Wood, Secretary-Treasurer
Chandra Sharma, Board Member
Tom Insinna, Chair

Member Mickey DiFruscio continues to recuperate, and the Chair wished him a speedy recovery.

Conservation Authority staff members attending this meeting throughout the call include:

Lise Gagnon, Director, Corporate Services and Assistant Treasurer to the Foundation
Adam Christie, Director, Operations and Strategic Initiatives
Alicia Powell, Manager, Conservation Area Services
Gina Shaule, Administrative Assistant

As this was our second virtual meeting, authorized by Ontario Regulation 107/20 under The Emergency Management and Civil Protection Act, the Chair outlined a few procedures for the meeting.

The Chair further acknowledged and thanked NPCA staff members – Lise Gagnon, Renee Bisson, Adam Christie, Alicia Powell, Gina Shaule, Robert Petruzzo and Geoff Verkade for their assistance with this agenda, reports and video meeting logistics. Without their assistance, this meeting could not be held.

1.ADOPTION OF AGENDA

The Chair advised that three items will be added to the agenda under New Business:

- Update on NPCF Audit
- Update on NPCF Bank
- Update on Invoices.

There were no requests to change the order of the agenda.

Moved by: Member Foster

Seconded by: Member Sharma

Resolution: FND-BOD-20-20

That the Agenda for the NPCF Board of Directors' Meeting held June 11, be approved, as amended to include updates on the audit, bank and invoices under New Business.

CARRIED

2. DECLARATION OF CONFLICTS OF INTEREST

There were no declarations of interest at the meeting.

3. APPROVAL OF FOUNDATION MINUTES

Moved by: Member Foster
Seconded by: Member Wood

Resolution No. FND-BOD-21-20

That the minutes of the NPCF Board of Directors meeting held May 7, 2020 be approved as printed.

CARRIED

The Chair noted that the minutes from the Closed Session meeting on May 7, 2020 would be considered under agenda item #10 - Closed Session.

4. UPDATE FROM THE CHAIR

The Chair noted that he and Member Foster had been on the Foundation for over one year. He expressed his sincere thanks to those who have moved the Foundation forward during 2019 and 2020, particularly Authority staff, Lise Gagnon, Renee Bisson, Adam Christie, Alicia Powell, Gina Shaule and Rob Petrullo. He also thanked Board Member Wood for her work as Secretary-Treasurer and for providing volunteer hours to update Foundation administrative files.

5. CORRESPONDENCE

Member Wood reviewed the retainer letter from the Foundation's Auditor as well as a letter to Lise Gagnon, Assistant Treasurer, outlining information needed to commence the 2019 audit.

Moved by: Member Sharma
Seconded by: Member Foster

Resolution No. FND-BOD-22-20

THAT the correspondence listed in the June 11, 2020 agenda for the NPCF be received for information.

CARRIED

6. DEPUTATIONS AND PRESENTATIONS

The Chair outlined that there would be three presentations at the meeting:

6.1 Balls Falls Centre for Conservation – Gallery Project - Alicia Powell

6.2 Memorial Bench Program - Adam Christie

6.3 Proposed Fundraising Projects for 2020 - Gayle Wood and Adam Christie

The Board Members asked questions regarding the presentations and proposed projects. The Chair requested that the presentations be received and asked the staff to stay until agenda item 7.2 was discussed.

Moved by: Member Sharma

Seconded by: Member Foster

Resolution No. FND-BOD-23-20

That the presentations by Adam Christie, Alicia Powell and Gayle Wood be received, with thanks.

CARRIED

7. ITEMS FOR APPROVAL

7.1 NPCF Managing Director

After operating the Foundation for over a year without dedicated staff, the Chair recommended that the Foundation appointed Gayle Wood as the volunteer Managing Director until we can secure part time staff. This more accurately reflects her current duties with both administration and management of the Foundation.

Moved by: Member Sharma

Seconded by Member Foster

Resolution No. FND-BOD-24-20

That the Foundation approve D. Gayle Wood as the Managing Director, in addition to the title of Secretary-Treasurer, until staffing can be secured to fill this function; and

Further that By-Law 8 be updated to reflect the position of Managing Director for the Foundation.

CARRIED

7.2 Foundation Projects for 2020

Further to the presentations earlier in the agenda, the Chair asked the Board Members to discuss the projects that they wish to adopt for 2020.

Moved by Member Wood

Seconded by: Member Foster

Resolution No. FND-BOD-25-20

That the Board of Directors approval the following as Foundation projects for 2020:

- **Memorial Bench Program, and**
- **Directors' Donation Challenge; and**

Further that the Foundation discuss Ball's Falls Conservation Area projects further with the NPCA.

CARRIED

7.3 Foundation List of Directors and Officers

The Chair requested Member Wood to review the List of Directors, Officers and staff for the Foundation since 1969 and the importance of retaining these records.

Moved by Member Wood

Seconded by Member Foster

Resolution No. FND-BOD-26-20

That the Foundation Registry of Directors, Chairs, Vice Chairs, Secretaries, Treasurers, staff and the current Board terms be received; and

Further that the 2019 and 2020 Form 1 - "Ontario Corporation Initial Return/Notice be re-submitted to reflect updated information.

CARRIED

8. BUSINESS FOR INFORMATION

There was no Business for Information for the meeting.

9. NEW BUSINESS

The Chair requested Lise Gagnon, NPCA Director, Corporate Services and Foundation Assistant Treasurer to provide several updates.

9.1 Update on the 2019 Audit

Ms. Gagnon advised that the deadline for 2019 audit completions had been extended to September 2020. In speaking with the Foundation's Auditor, she recommended that the June 25th Foundation meeting be re-scheduled into July.

9.2 Update on the Foundation's Bank

Ms. Gagnon provided an update regarding the TD Bank account, which is used for the Foundation's investment fund, and the BMO account, which contains a general account, Nevada account and a Wild Game Dinner account. She indicated that she now has full and complete access to the accounts in order to prepare for the Audit.

She further indicated that Board Members may be required to attend their local TD branch to provide their signatures for the investment account.

Further, Ms. Gagnon indicated that she may be recommending a review of bankers concurrent with a NPCA banking review.

A comprehensive report on the Nevada funds will be presented at the next Foundation Board meeting.

9.3 Update on Invoices

After reviewing invoices, Ms. Gagnon recommended that the NPCA pay for the new Foundation laptop until a further review can be completed regarding the former Foundation laptop. In addition, Ms. Gagnon has recommended to the NPCA CAO that the Authority reimburse the Foundation for the Loud + Clear invoice in the amount of \$3,107.50.

Moved by: Member Sharma
Seconded by: Member Wood

Resolution No: FND-BOD-27-20

That the New Business items regarding updates on the 2019 audit, bank accounts and invoices presented by Lise Gagnon, Assistant Treasurer be received for information.

CARRIED

10. CLOSED SESSION

Moved by: Member Wood
Seconded by: Member Foster

Resolution No. FND-BOD-28-20

That the NPCF meeting move into Closed Session at 12:18 p.m. for the purpose of:

10.1 Consideration of the Closed Session minutes from May 7, 2020 regarding legal matters; and

10.2 Legal matters pertaining to the Foundation's Letters Patent, Supplementary Letters Patent and Records/Register.

CARRIED

Moved by: Member Foster
Seconded by: Member Sharma

Resolution No. FND-BOD- 29-20

That the meeting reconvene in Open Session at 12:45 p.m. and report progress.

CARRIED

Moved by: Member Wood
Seconded by: Member Sharma

Resolution No. FND-BOD-30-20

That the minutes of the NPCF Closed Session Meeting held May 7, 2020 be approved as printed.

CARRIED

Moved by: Member Foster
Seconded by: Member Sharma

Resolution No. FND-BOD-31-20

That the Niagara Peninsula Conservation Foundation re-affirm its focus on programs outlined in the Letters Patent and Supplementary Letters Patent and adjust the Strategic Plan and website accordingly.

CARRIED

11. ADJOURNMENT

Moved by Member Foster

Resolution No. FND-BOD-32-20

That the June 11, 2020 NPCF Board of Directors' Meeting be adjourned at 12:52 p.m. to be reconvened at the call of the Chair.

CARRIED

Tom Insinna
Chair

D. Gayle Wood
Secretary-Treasurer

NPCF Board of Directors Meeting
Minutes - June 11, 2020

Page 8



Summerside PE C1N 5Z7

NIAGARA PENINSULA CONSERVATION
 FOUNDATION
 3RD FLOOR
 250 THOROLD RD W
 WELLAND ON L3C 3W2

Date	July 16, 2020
Business Number	11905 7511 RT0001
Period Covered	2019-01-01 to 2019-12-31

0000807

lp

**NOTICE OF (RE)ASSESSMENT
 GOODS AND SERVICES TAX/HARMONIZED SALES TAX (GST/HST)
 REBATE APPLICATION**

JUL 22 '20 PM 3:06

RESULTS

This notice explains the results of our (re)assessment of the GST/HST rebate application(s) received on July 8, 2020. It also explains any changes we made to your application(s).

Result of this (Re)Assessment	\$	0.00
Prior Balance	\$	0.00
	=====	
Total Balance	\$	0.00

Please keep this Notice of (Re)Assessment for your records.

For more information, phone or write to:

Hamilton-Niagara TSO
 32 Church Street
 St. Catharines ON L2R 3B9
 Toll free number 1-800-959-5525 (Canada and United States)

Bob Hamilton
 Commissioner of Revenue





Date	July 16, 2020
Business Number	11905 7511 RT0001
Period Covered	2019-01-01 to 2019-12-31

**NOTICE OF (RE)ASSESSMENT
GOODS AND SERVICES TAX/HARMONIZED SALES TAX (GST/HST)
REBATE APPLICATION**

SUMMARY OF (RE)ASSESSMENT

RE: Public Service Bodies' and Self-Government

Reference Number: 20190524532370001

Rebate Claimed	\$	1,589.59	Cr		
Rebate Assessed				\$	0.00
				=====	
Result of (Re)Assessment	\$				0.00

EXPLANATION

We disallowed your public service body rebate application because:

- it is not for a claim period allowed under the Excise Tax Act. The claim period for non-registrant claimants is the fiscal half-year. That is, the period that is made up of the first and second fiscal quarters in your fiscal year or the third and fourth fiscal quarters in your fiscal year.

If you need more information about this rebate application, call us at 1-800-959-5525.

GENERAL INFORMATION

For more information on Notices of (Re)Assessment, and your objection and appeal rights, see Guide RC4022, General Information for GST/HST Registrants, or visit canada.ca/revenue-agency. To prevent unnecessary delays when you correspond with us, please provide your Business Number.

July 21, 2020

D. Gayle Wood
Secretary-Treasurer
Niagara Peninsula Conservation Foundation
250 Thorold Rd.
Welland, ON
L3C 3W2

Dear Ms. Wood,

Please be advised that at its meeting of June 18, 2020 the Board of Directors of the Niagara Peninsula Conservation Authority adopted the following as Resolution No. FA-84-20:

*Moved by Board Member Clark
Seconded by Board Member Coon-Petersen*

1. **THAT** Report No. GC-03-2020 RE: Board Training **BE RECEIVED**.
2. **AND THAT** the Chief Administrative Officer / Secretary-Treasurer **BE DIRECTED** to prioritize educational sessions for the Board of Directors in the following areas for 2020 and into 2021 as required:
 - Conflict of Interest,
 - Code of Conduct,
 - Floodplain Mapping,
 - Administrative By-Law,
 - The NPC Foundation and
 - Levy Training.

With your pending request for a delegation to the NPCA Board of Directors meeting in September, Chief Administrative Officer / Secretary – Treasurer Chandra Sharma will be in contact with you shortly to discuss opportunities for aligning a Foundation training component to co-incide with your delegation.

In the interim, should you have any inquiries in respect of the above, please feel free to contact me directly at gbivol@npca.ca or at (905) 788-3135 ext. 250.

Sincerely,

Grant Bivol
Executive Co-ordinator to the C.A.O. / Board

NIAGARA PENINSULA CONSERVATION FOUNDATION

Statement of Operations and Fund Balances

Year Ended December 31, 2019

	Endowment Fund	Externally Restricted Fund	Unrestricted Fund	TOTAL 2019	TOTAL 2018
Revenue					
Donations	\$ 300	\$ 6,269	\$ 10,190	\$ 16,758	\$ 7,916
Fundraising and special events			6,041	6,041	70,718
Interest		2,060	442	2,502	
Investment income / (loss)	14,717			14,717	1,982
	<u>15,017</u>	<u>8,328</u>	<u>16,673</u>	<u>40,018</u>	<u>76,652</u>
Expenses					
Administration, general & miscellaneous	-	3,492	17,390	20,883	49,797
Fundraising and special events	-	-	10,427	10,427	58,887
Bursaries	7,500	-	-	7,500	-
	<u>7,500</u>	<u>3,492</u>	<u>27,818</u>	<u>38,810</u>	<u>108,684</u>
Excess of revenue over expenses / (expenses over revenue)	7,517	4,836	11,145	1,208	32,032
Fund Balance					
Beginning of year	86,825	65,527	65,591	217,943	249,975
Inter-fund transfer	-	16,463	16,463	0	-
End of year	<u>94,342</u>	<u>86,826</u>	<u>37,983</u>	<u>219,151</u>	<u>217,943</u>

NIAGARA PENINSULA CONSERVATION FOUNDATION

NEVADA - AGCO ENDING BALANCE

Municipality	2011	2012	2013	2014	2015	2016	2017	2018	* 2019	Q2 - 2020
Caledonia	914.26	925.39	1,761.31	1,670.59	1,670.59	1,670.59	1,670.59	1,670.59	1,670.59	1,670.59
Fenwick	957.07	1,461.31	3,464.17	1,125.46	3,165.98	4,645.94	5,908.41	6,085.03	5,826.67	5,826.67
Port Colborne	417.46	1,013.53	2,294.66	4,624.75	7,878.51	10,992.12	11,987.76	12,870.32	12,642.78	13,333.01
Vineland	598.55	264.05	2,439.85	3,607.31	5,932.97	7,679.97	9,629.19	11,812.89	15,075.01	15,837.98
Virgil	3,593.31	3,212.58	3,941.04	4,993.76	8,921.77	12,332.25	14,926.60	14,926.60	14,926.60	14,926.60
Wainfleet	2,564.28	2,271.58	3,965.58	2,758.91	5,666.11	6,018.88	9,322.87	9,376.69	9,376.69	9,376.69
Welland	3,207.96	3,411.02	5,636.95	7,643.81	10,894.54	14,485.63	17,927.39	21,929.96	21,929.96	21,929.96
Wild Game Dinner proceeds								3,318.00	3,318.00	3,318.00
Interest - AGCO Manual 3.6.4									2,059.97	2,593.95
TOTAL	11,417.97	12,559.46	23,503.56	26,424.59	44,130.47	57,825.38	71,372.81	81,990.08	86,826.27	88,813.45

* Unaudited as at 30-JUN-2020

Niagara Peninsula Conservation Foundation

Statement of Operations and Fund Balances - Q2 - 2020

	Fund Balance					Audited		
	Endowment ¹	Externally Restricted ²	Unrestricted	Partial	Unaudited *			
				2020 - Q2	2019	2018	2017	2016
Revenue								
Donations			1,816	1,816	9,483	\$ 7,916	\$ 4,776	\$ 12,044
Fundraising and Special Events			2,000	2,000	4,041	55,427	140,935	56,641
Nevada Proceeds		2,354		2,354	8,328	11,741	29,933	30,951
Investment						-	-	8,685
Comfort Maple Pens			105	105	1,648	3,550	26,971	18,330
Memorial Benches			1,500	1,500	1,500			4,200
Education Bursary					300	-		
Income/(Loss)	- 566			- 566	14,717	- 1,982	9,363	
Total Revenue	-\$ 566	\$ 2,354	\$ 5,421	\$ 7,209	\$ 40,018	\$ 76,652	\$ 211,978	\$ 130,851
Expenses								
Administration, General and Miscellaneous			3,912	3,912	24,805	\$ 49,797	\$ 75,087	\$ 33,053
Direct Nevada Expenses		338		338	3,492	\$ 5,088	\$ 17,548	\$ 17,372
Fundraising and Special Events			-		10,513	53,799	129,733	86,575
Total Expenses	\$ -	\$ 338	\$ 3,912	\$ 4,250	\$ 38,810	\$ 108,684	\$ 222,368	\$ 137,000
Excess of revenue over expenses/(expenses over revenue)	-\$ 566	\$ 2,017	\$ 1,509	\$ 2,960	\$ 1,208	-\$ 32,032	-\$ 10,390	-\$ 6,149
Fund balance, beginning	\$ 94,342	\$ 86,826	\$ 37,983	\$ 219,151	\$ 217,943	\$ 249,975	\$ 260,365	\$ 266,514
Fund balance, end	\$ 93,776	\$ 88,843	\$ 39,492	\$ 222,110	\$ 219,151	\$ 217,943	\$ 249,975	\$ 260,365

* As at June 30, 2020



DRAFT MEMORANDUM OF UNDERSTANDING

between

Niagara Peninsula Conservation Foundation, (Foundation) and
Niagara Peninsula Conservation Authority (Authority)

For the years 2020 to 2021

Dated at Welland this ___ of _____ 2020

1. PURPOSE OF THE MEMORANDUM OF UNDERSTANDING (MOU)

The Niagara Peninsula Conservation Authority (Authority) and the Niagara Peninsula Conservation Foundation (Foundation) have successfully partnered for 50 years to advance conservation projects in the Niagara Peninsula watershed.

In 2019, the Foundation approved a new ***Strategic Plan – A Strong Commitment to Conservation (2020 – 2022)***. The Foundation re-committed to forging a strong partnership with the Authority. Since March of 2019, the renewed Foundation team has been operating as a “Working Board of Directors” Particularly the Chair, Vice Chair (an Authority appointee) and the Secretary-Treasurer have taken the lead on key operational responsibilities with support from NPCA staff.

In 2019, the functions and responsibilities of the Working Board include creating and implementing a new Strategic Plan, updating operational by-laws and policies, developing a budget and workplan for 2020, developing a 2019 Annual Report, ensuring charitable tax receipts are forwarded and financial audits are complete, enhancing the Foundation website to include meeting agendas and minutes and developing fundraising events and partnerships. Authority staff assistance is essential in relation to these functions.

This MOU will serve as a solid foundation for outlining roles and responsibilities of both partners, determining reporting relationships, and establishing financial and in-kind contributions to advance the work of the Foundation in support of the Authority.

2. THE NIAGARA PENINSULA CONSERVATION FOUNDATION

The Niagara Peninsula Conservation Foundation (Foundation) was established in 1969 at the request of the Authority. The Foundation was established through Letters Patent (now referred to as Articles of Incorporation) under The Ontario Corporations Act.

The Foundation is a registered charity created: "to aid the Niagara Peninsula Conservation Authority in the cultivation and advancement of conservation...by serving as the permanent custodian of endowment funds" in order to:

- receive gifts of property and assist in the purchase of conservation lands
- receive donations and bequests
- support education work in all phases of conservation, including pioneer articles
- support research of conservation projects.

3. THE NIAGARA PENINSULA CONSERVATION AUTHORITY

The Niagara Peninsula Conservation Authority (Authority) was established in 1959 as a corporate, autonomous body under the provincial *Conservation Authorities Act, 1946*.

Section 20 of the Act outlines the Authority's objects: "to provide, in the area over which it has jurisdiction, programs and services designed to further the conservation, restoration, development and management of natural resources other than gas, oil, coal and minerals". Authority programs are delivered through the following Business Areas:

- Watershed Management
- Planning and Regulations
- Lands and Conservation Areas

- Flood and Erosion Management
- Watershed Restoration
- Public Engagement, Education and Outreach
- Corporate Services

4. ROLES AND RESPONSIBILITIES

4.1 The Authority will assist the Foundation with staffing and facilities' support in the following key areas:

- Support the Foundation with Audit, Budget and other Financial matters
- Provide Administrative Support with the day-day customer service activities as well as meetings of the Foundation Board
- Program development, delivery and fundraising
- Communication, and Public Engagement activities related to pre-approved priorities on an annual basis
- Other support from the CAO, as appropriate

Specific areas of support are highlighted below. Further details around specific activities and estimation of time commitment has been developed by staff in a separate document:

a) Finance, Budget and Audit:

- Act as the Assistant Secretary Treasurer for the Foundation providing general financial oversight by working with the Foundation Secretary-Treasurer
- Undertake financial reporting to the Board and other stakeholders
- General bookkeeping: accounts receivable, accounts payable, banking and cash management, bank reconciliations, etc.

- Lead the year-end audit and liaison with the external auditors
- Manage online donations for tax receipt production
- Assist the Secretary-Treasurer with the annual budget preparation
- Assist with the annual charity filing
- Paying of the premiums to maintain insurance for the Foundation

b. Administrative and Office Support:

- Answer Foundation phone inquiries, emails and correspondence and forwarding them to the Secretary-Treasurer
- Prepare thank you letters to donors
- Assist with Foundation hard copy and electronic filing, photocopying and corporate records
- Manage meeting calendars and assisting with meeting set up
- Support with Foundation meeting logistics, Agendas and Minutes
- Provide office space and associated technology support

c. Program Development & Delivery and Fundraising

- Develop project proposals for presentation to, and approval by, the Foundation Board
- Implement projects approved by the Foundation Board of Directors
- Report progress on approved projects by the Foundation Board of Directors
- Assist with Foundation events

Note: specifics around each approved program to be developed separately for approval by both organizations. Example, Memorial Bench Program

d. Communications and Public Engagement

- Post material on the Foundation website
- Monitor social media for the Foundation

- Maintain the website domain
- Develop strategies for the Foundation on communication, donor engagement, marketing, branding and fundraising
- Format the Annual Report, brochures and other program marketing materials

e. Other Supports through the Chief Administrative Officer/Secretary-Treasurer

- Serve on the Foundation Board of Directors as one of two Authority appointments to the Foundation
- Work with Foundation staff and/or Secretary-Treasurer to ensure smooth delivery of the partnership
- Outreach for prospect donors and support land endowments/Legacy donations negotiations
- Set organizational priorities for programs and fundraising to be pursued jointly by the Foundation and NPCA
- Evaluate and assess staffing and financial needs of the Foundation for future support
- Other supports as appropriate

4.2 The Foundation agrees to undertake the following responsibilities:

- Assist the NPCA in achieving its objectives by acquiring, accepting and receiving donations, legacy gifts, bequests, and real or personal property
- Consult with the NPCA regarding fundraising priorities and projects before their approval and commencement
- Assist in building awareness about the NPCA and its work in watershed conservation as it relates to the Foundations fundraising priorities
- Assist in fundraising for NPCA watershed programs and environmental education with respect to our natural and cultural heritage and the practice of conservation

- Present an annual report to the NPCA on fundraising activities
- Acknowledge the NPCA in Foundation publications
- Manage a donor database and recognition program
- Comply with CRA regulations and all filing requirements
- Maintain excellent communications with the NPCA, researching and advising on existing and prospective donors, grantors and/or sponsors as needed
- Commit to Foundation governance excellence through By-Law updates, policies, production of documents, meeting agendas/minutes, reporting requirements, corporate filing,

5. FINANCIAL CONTRAIBUTION

For the above-mentioned services the Authority agrees to contribute an in-kind contribution of approximately \$50,000- \$70,000 including, staff time, office space and information technology support. This In-In-kind estimate does not include support offered through the Board appointed representatives on the Foundation (Board member and CAO)

At the termination of this MOU both parties will assess staffing and financial needs as well as appropriate level of administrative surcharge and other funding as appropriate, to support the administrative functions of the Foundation.

6. TERM OF THE AGREEMENT

The Term of this Memorandum of Understanding will be for a period of one year MM/DD/YYYY through MM/DD/YYYY.

Any party may terminate this Agreement at any time upon delivering one month written notice of termination.

7. COMMITMENT TO PARTNERSHIP

We, the undersigned have read and agree with this MOU. Further, we have reviewed the proposed project and approve it.

Tom Insinna
NPCF Chair

Brenda Johnson
NPCA Chair

D. Gayle Wood
NPCF Secretary-Treasurer
& Executive Director

Chandra Sharma
NPCA CAO/Secretary-Treasurer

Affix Corporate Seals



— NIAGARA PENINSULA —
CONSERVATION FOUNDATION

To: Foundation Chair and Board of Directors
Re: Report No. FND-BOD-01-2020
From: D. Gayle Wood, Managing Director/Secretary-Treasurer
Date: August 13, 2020
Subject: Second Quarter Operational Report

Recommended:

That: Report No. FND-BOD-01-2020 regarding the Second Quarter (Q2) Operational Update, dated August 13, 2020, be received for information.

Purpose of the Report:

The purpose of this report is to provide the Foundation's Board of Directors with an update regarding operational accomplishments during the first two quarters of 2020 as well as provide a focus for operations in Q3 and Q4 of 2020.

Background:

The Niagara Peninsula Conservation Foundation (NPCA) entered a phase of stabilization during 2019. For 2020, the Foundation's focus for the first two quarters of the year was to establish a strong governance and financial foundation in order to enter into a re-growth phase during the last two quarters of 2020 and beyond.

Q1 and Q2 Accomplishments:

The Foundation has made substantial strides during the first six months of 2020. It is acknowledged that these activities could not have been achieved without the support of the Niagara Peninsula Conservation Authority (NPCA) staff. The following briefly highlights important accomplishments to date:

- Adding two key NPCA members to the Board of Directors – the Authority's new Chief Administrative Officer/Secretary Treasurer and the continuance of Board Member Foster for his second year as a Foundation Member, appointed by the NPCA;
- Holding the Annual Meeting in February of 2020 in accordance with The Corporations Act and ensuring good succession planning with the re-election of Chair Insinna and Vice Chair Foster;

- Updating the Board Registry from 1969 to June 2020 in accordance with corporate filing requirements under The Corporations Act;
- Completing a legal review to ensure Foundation operations are in compliance with our Letters Patent (Articles of Incorporation) and Supplementary Letters Patent;
- Updating the NPCF's Strategic Plan to reflect the vision and mission as outlined in the Letters Patent;
- Updating our By-Laws (By-Law #8) to conform to best governance practices in the not-for-profit sector;
- Completing a Draft 2019 Annual Report;
- Updating the NPCF's website;
- Reviewing archived files from 1969 to present, developing "Minute Binders" for all meetings held since incorporation and placing Minute Binders the fire proof vault.
- Reconciling all banking information as well as the NPCF's financial files;
- Organizing all NPCF minutes from 1969 to present day in accordance with The Corporations Act;
- Preparing for the 2019 Audit;
- Adopting fundraising projects for 2020 – the Memorial Bench Program, the **Directors' Donation Challenge** and the Balls' Falls Gallery Project (in principle);
- Succeeding in securing donations or commitments to donate in 2020 from all NPCF Board of Directors, 1 NPCA Board Member and 3 NPCA staff Directors;
- Drafting the Memorandum of Understanding between the NPCA and NPCF for 2020 to 2022;
- Preparing a Draft Presentation to the NPCA's Board of Directors.

The above accomplishments have positioned the Foundation well to prepare for Q3 and Q4 of 2020, which will include:

- Considering part time staffing for the Foundation until year end;
- Receiving and approving the 2019 Audited Financial Statements;
- Receiving a Q2 Fund Update and Financial Report;
- Finalizing and posting the 2019 Annual Report;
- Approving the NPCF 2020 budget;
- Preparing for the 2021 budget and workplan;
- Completing a list of donors for the past 5 years;
- Developing a fundraising strategy for 2021 to 2022;
- Presenting to the NPCA's Board of Directors in September 2020 in accordance with their "Training and Development Plan";
- Seeking donations from the NPCA Board as part of the 2020 **Directors Donation Challenge**;
- Preparing a Member's Package for recruitment of new Board Members;
- Installing 3 Memorial Benches in accordance with resident approvals on the Bench Waiting List;
- Considering expansion of the Board of Directors by recruiting an additional two members.

Impact on Strategic Plan:

Financial Implications:

The work completed during Q1 and Q2 was primarily completed by the Foundation Board and the NPCA staff as an in-kind contribution. Legal fees amounted around \$4,185. Donations through the Canada Helps site were received in January in the amount of \$578.00 and \$24.00 in June, 2020. For Q3, donations were \$929.00 as a result of the **Directors' Donation Challenge**. A table is appended to this Report which outlines Unrestricted Funds received in 2019 versus 2020, through online giving only.

Summary:

The Foundation is on the road to becoming, once again, Niagara's conservation charity of choice. Significant accomplishments have been made in 2020, due in great part, to a full team effort by the NPCA staff and the "working Foundation Board of Directors".

Prepared by:

**D. Gayle Wood, Managing Director/
Secretary-Treasurer**

- Att. 1. List of Action Items – August 2020
 2. Table – Online Giving – 2019 and 2020 (Q1 and Q2)

Niagara Peninsula Conservation Foundation

List of Action Items – January 2020 to August 4, 2020

Action Item	Date Assigned	Assigned To	Date Complete
Annual Meeting	February 10, 2020	BOD	February 10, 2020
Investment/Restricted Fund Review	July 10, 2019	Lise Gagnon	May 7, 2020
Close Nevada Funds	Oct. 19, 2019	Bisson/Gagnon	Dec. 31, 2019 August 30, 2020 Refer to Report from Lise Gagnon
Strategic Plan approval	Dec. 2019	Gayle Wood	Update Posted on website Spring 2020
NPCA/NPCF MOU	Dec. 2019	Wood/Sharma	August 13, 2020 Meeting
BOD Register Update	Feb. 10, 2020	Wood	June 11, 2020
Auditor Appt. Audited Financial Statement	Feb 10, 2020 August 13, 2020	Wood Gagnon/Auditor	Feb. 2020 Audit to be presented August 13, 2020
Banking updated	Feb. 10, 2020	Gagnon	Gagnon to Report August 13, 2020
Approve By-Law #8	Dec. 2019	Wood	May 7, 2020
Update Form 1 re BOD Appointments	June 30, 2020	Wood	Submitted July 2020
Initiate Bench Program	June 11, 2020	Wood/Christie/NPCA staff	Protocols Complete

			contact connections made
Directors Donation Challenge	June 11, 2020	Foster/Wood	Commitments from NPCF Board, NPCA Staff Directors, follow through with NPCA Board in September
Q2 Operational Update	August 2020	Wood	August 13, 2020
2019 Annual Report	May 2020	Wood /Bisson	August 30, 2020
Q1 Financial Report	May 2020	Gagnon	May 7, 2020
Q2 Financial Report	August 2020	Gagnon	August 13, 2020
Donations review	2019	Gagnon/Wood	August 13, 2020 re Canada Helps, Benevity and Stripe
Presentation to NPCA	Feb. 10, 2020	Insinna/Wood	September 2020
Meet and Greet	Feb. 10, 2020	Foster	To be rescheduled
Website updates	Feb 2020	NPCA staff	ongoing
Presentation to NPCA PAC	June 2020	Sharma	TBD
Legal Review	May 2020	Wood	June 11, 2020 unless Board wishes to update SLP

NPCF DONATIONS – 2019 – July 2020

July 16, 2020

Month of Donations	# in 2019	Total \$/Month	# in 2020	Total/Month
January	1	\$105.61 (CH)	9	\$ 558.56 – Dec. 2019 donations disbursed on Jan. 2020 (CH)
February	1	\$ 96.50 (CH) \$ 27.60 (MT)		
March	1	\$248.97 (CH)		
April				\$.88 (CH disbursement)
May	1	\$ 76.80 (CH)		
June			1	\$ 24.00 (CH)
July			4	\$933.54 (CH) Directors' Donation Challenge
August				
September				
October				
November				
December	8	\$105.00 (Stripe – 1) \$675.50 (CH – 4) \$ 21.00 (Benevity 3)		
TOTAL	12	\$1,356.98	14	\$1,516.98

Donation Portals:

Canada Helps (CH)

Benevity

My Tribute (MT)

Stripe